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PAUL A. SMITH

0-274A061

September 28, 1990

VIA FEDERAL EXPRESS
Airbill No. 8293396204

Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423
Attn: Ms. Mildred Lee
Room 2303 - DOCUMENTS FOR RECORDATION

INTERSTATE COMMERCE COMMISSION

Re: Filing of First Amendment to Railroad Equipment Lease
Our File No. 77544-00-004

Dear Ms. Lee:

I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a First Amendment to Lease of Railroad Equipment, a secondary document, dated August 8, 1990.

The primary document to which this is connected was recorded on November 22, 1988 under Recordation Number 16045.

The names and addresses of the parties to the document are as follows:

Lessor: Industrie-Leasing AG
P.O. Box 8040
Zurich, Switzerland

Lessee: American European Express, Inc.
100 Delwood Beach Road
Panama City, Florida 32411

RECORDATION NO. 16045-14
FILED 1425

OCT 1 1990 3 05 PM

OCT 1 3 05 PM '90
NOTICE OF FILING UNIT

Interstate Commerce Commission
September 28, 1990
Page 2

A description of the equipment covered by the document follows:

Six (6) railcars, including:

1) One Sleeper with 7 Bedrooms, 2 Drawing Rooms, 1 Office, 1 Shower, formerly a 4-4-2 Sleeper, now identified as American European Express "Istanbul," car #800297.

2) One Sleeper with 7 Bedrooms, 2 Drawing Rooms, 1 Office, 1 Shower, formerly a 4-4-2 Sleeper, now known as American European Express "Paris," car #800298.

3) One 36 seat Diner, formerly a 48 seat Diner/Cafe/Lounge, now known as American European Express "Chicago," car #800308.

4) One 40 seat Diner, formerly a Diner/Lounge, now known as American European Express "Zurich," car #800301.

5) One Club/Piano Car, originally built as a 14 section Sleeper, now known as American European Express "Bay Point," car #800310.

6) One Club/Piano Car, originally built as a 14 section Sleeper, now known as American European Express "St. Moritz," car #800311.

All of the railcars listed above shall, at or prior to being placed into commercial service, bear, in letters not less than one inch in height, the following name and words:

"Industrie-Leasing AG,
Zurich, Switzerland, Owner"

A fee of \$15.00 is enclosed for the filing of the above indicated document. Please return the original and any extra copies not needed by the Commission for recordation to:

American European Express, Inc.
c/o Its Attorneys:
Portes, Sharp, Herbst, Kravets & Fox, Ltd.
333 West Wacker Drive, Suite 500
Chicago, IL 60606
Attn: Robert E. Stigger

Interstate Commerce Commission
September 28, 1990
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A short summary of the document to appear in the index follows:

First Amendment to Lease of Railroad Equipment with Recordation Number 16045, dated August 8, 1990, and covering the following equipment:

Six (6) railcars, including:

1) One Sleeper with 7 Bedrooms, 2 Drawing Rooms, 1 Office, 1 Shower, formerly a 4-4-2 Sleeper, now identified as American European Express "Istanbul," car #800297.

2) One Sleeper with 7 Bedrooms, 2 Drawing Rooms, 1 Office, 1 Shower, formerly a 4-4-2 Sleeper, now known as American European Express "Paris," car #800298.

3) One 36 seat Diner, formerly a 48 seat Diner/Cafe/Lounge, now known as American European Express "Chicago," car #800308.

4) One 40 seat Diner, formerly a Diner/Lounge, now known as American European Express "Zurich," car #800301.

5) One Club/Piano Car, originally built as a 14 section Sleeper, now known as American European Express "Bay Point," car #800310.

6) One Club/Piano Car, originally built as a 14 section Sleeper, now known as American European Express "St. Moritz," car #800311.

All of the railcars listed above shall, at or prior to being placed into commercial service, bear, in letters not less than one inch in height, the following name and words:

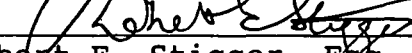
"Industrie-Leasing AG,
Zurich, Switzerland, Owner"

Thank you for your attention to this matter.

Very truly yours,

AMERICAN EUROPEAN EXPRESS, INC.

By its attorneys: Portes, Sharp,
Herbst, Kravets & Fox, Ltd.

By: 
Robert E. Stigger, Esq.

RES/ck
Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

10/2/90

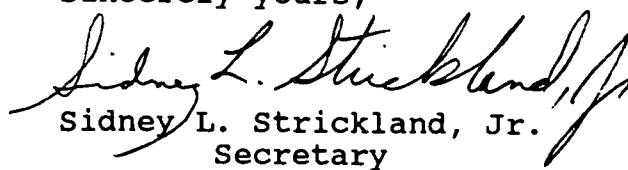
OFFICE OF THE SECRETARY

Robert E. Stigger
Portes, Sharp, Herbst, Kravets & Fox Ltd
333 West Wacker Drive Suite 500
Chicago, Illinois 60606-1218

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/1/90 at 3:35pm, and assigned recordation number(s). 16045-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO 16045A FILED 1423

STATE OF ILLINOIS)
)
COUNTY OF C O O K) SS

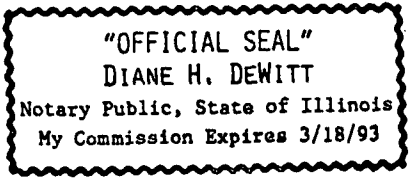
OCT 1 1990 -3 35 PM
INTERSTATE COMMERCE COMMISSION

The undersigned, a notary public in and for the State of Illinois, does hereby certify that on September 28, 1990 the undersigned compared the attached photocopy of that certain original document entitled "First Amendment to Lease of Railroad Equipment," dated as of August 8, 1990, with such original document and found the copy to be a true copy, complete and identical in all respects to the original document.

Witness my hand and seal.

(S E A L)

Diane H. DeWitt
Notary Public



My commission expires: 3/18/93

RECORDATION NO. 16045-A FILED 1623
OCT 1 1990 - 3 35 PM
INTERSTATE COMMERCE COMMISSION

**FIRST AMENDMENT TO
LEASE OF RAILROAD EQUIPMENT**

This First Amendment to that certain Lease of Railroad Equipment dated as of June 28, 1988 is entered into this 1st day of August 90, 1990 by and between Industrie-Leasing AG, P.O. Box 8040, Zurich, Switzerland ("Lessor") and American European Express, Inc., a Delaware corporation ("Lessee").

WITNESSETH

WHEREAS, Lessor and Lessee have previously entered into that certain Lease of Railroad Equipment dated as of June 28, 1988 and filed with the Interstate Commerce Commission under recordation number 16045 on November 22, 1988 ("Lease"); and

WHEREAS, pursuant to said Lease, Lessee leased from Lessor the railcars described in Schedule A thereto ("Railcars"); and

WHEREAS, subsequent to the execution of the Lease, said Railcars have been reconstructed and placed into passenger service under the operation of Lessee, and have been assigned new names and Amtrak identification numbers; and

WHEREAS, the parties hereto desire to amend the Lease to reflect accurately the current description and identification numbers of the Railcars;

NOW THEREFORE, the parties hereto agree as follows:

(1) The recitals made above are hereby incorporated herein as if fully set forth below.

(2) The Lease shall be amended as follows: Schedule A thereto shall be deleted in its entirety and in its place and stead shall be substituted that certain Schedule A which is attached to this First Amendment.

(3) All other terms, conditions, recitals and restrictions contained in the Lease shall continue in full force and effect without modification, as of the original date of the Lease.

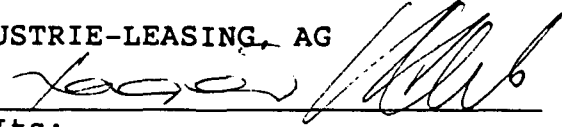
IN WITNESS WHEREOF, Lessor and Lessee have executed this First Amendment, and caused their respective corporate seals to

be affixed hereto, effective as of the day and year first above written.

WITNESS:

SEAL

INDUSTRIE-LEASING, AG

By: 
Its: _____

WITNESS:


SEAL

AMERICAN EUROPEAN EXPRESS, INC.

By: 
Its: President

APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Land: Schweizerische Eidgenossenschaft, Kanton Zürich

Country: Swiss Confederation, Canton of Zurich

Diese öffentliche Urkunde / This public document

2. Ist unterschrieben von

has been signed by

3. In seiner Eigenschaft als

acting in the capacity of

4. Sie ist versehen mit dem Stempel/Siegel des (der) bears the stamp/seal of

Bestätigt/Certified

7. Aug. 1990

5. In/to 8090 Zürich/8090 Zurich

6. am/the

7. durch die Staatskanzlei des Kantons Zürich

by Chancery of State of the Canton of Zurich

8. unter/under Nr.

9. Stempel/Siegel/Stamp/seal

10. Unterschrift/Signature



8. 1. 1990

STATE OF Switzerland)
COUNTY OF Basel) ss:

On this 1st day of August, 1990, before me personally appeared A.P. Wood & Son, Inc., to me personally known, who, being by me duly sworn, says that ~~he is~~ they are a Basel-based corporation of Industrie-Leasing AG, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

(NOTARIAL SEAL)

STATE OF Florida)
COUNTY OF Bay) ss.

On this 25th day of May, 1990, before me personally appeared T. L. F. Brown, to me personally known, who, being by me duly sworn, says that he is a President of American European Express, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dhyllus L. Patterson

Notary Public
Notary Public, State of Florida

My Commission Expires Sept. 22, 1992
Bonded Thru Troy Fain - Insurance Inc.

(NOTARIAL SEAL)

SCHEDULE A

Description of Units

<u>Description</u>	<u>Quantity</u>	<u>Lessee's Car Number</u>	<u>Estimated Acquisi- tion Price</u>	<u>Estimated Current Value</u>
1) Sleeper with 7 Bedrooms, 2 Drawing Rooms, 1 Office, 1 Shower, formerly a 4-4-2 Sleeper, now known as American European Express ("AEE") "Istanbul," car #800297	1	3	40,000	
2) Sleeper with 7 Bedrooms, 2 Drawing Rooms, 1 Office, 1 Shower, formerly a 4-4-2 Sleeper, now known as AEE "Paris," car #800298	1	4	40,000	
3) 40-seat Diner, formerly a Diner- Lounge, now known as AEE "Zurich," car #800301	1	7	27,500	
4) 36-seat Diner, formerly a 48- seat Diner/Cafe/ Lounge, now known as AEE "Chicago," car #800308	1	8	27,500	

5) Club/Piano
Car, originally
built as a 14
section Sleeper,
now known as
AEE "Bay Point,"
car # 800310

1

9

27,500

6) Club/Piano
Car, originally
built as a 14-
section Sleeper,
now known as AEE
"St. Moritz,"
car #800311

1

10

27,500